

Coleman Frost LLP  
Special Litigation Counsel for  
Rock & Republic Enterprises, Inc.  
Debtor and Debtor-in-Possession  
429 Santa Monica Blvd., Ste. 700  
Santa Monica, CA 90401  
Tel: 310-576-7312  
Derrick F. Coleman, Esq.  
Bruce A. Armstrong, Esq.  
Daniel L. Alexander, Esq.

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT NEW YORK

-----X  
In re:

Chapter 11

ROCK & REPUBLIC ENTERPRISES, INC.,  
et al.,  
Debtors.

Case No. 10-11728 (AJG)  
(Jointly Administered)

-----X  
**COVER SHEET PURSUANT TO UNITED STATES TRUSTEE  
GUIDELINES FOR REVIEWING APPLICATIONS FOR INTERIM  
COMPENSATION AND REIMBURSEMENT OF EXPENSES FILED  
PURSUANT TO 11 U.S.C. §§ 328, 330 AND 331**

**NAME OF APPLICANT:** Coleman Frost LLP

**TIME PERIOD:** April 1, 2010 to July 31, 2010

**ROLE IN THE CASE:** Special Litigation Counsel for Rock & Republic Enterprises, Inc. in New Pacific Rodeo, LLC v. Biba International, Limited *et al.*, Los Angeles Superior Court Case No. BC409639

**DATE OF RETENTION:** April 1, 2010, effective as of May 26, 2010

**FIRST INTERIM  
APPLICATION<sup>1</sup>:** Fees Requested: \$107,442.00  
Expenses Requested: \$3,178.63

**PRIOR APPLICATIONS:** None

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<sup>1</sup> This Application requests interim approval of 80% of Monthly Fees and 100% of expenses. This Application assumes continuation of a 20% Monthly Fee holdback.

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT NEW YORK

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In re:

Chapter 11

ROCK & REPUBLIC ENTERPRISES, INC.,  
et al.,  
Debtors.

Case No. 10-11728 (AJG)  
(Jointly Administered)

**FIRST INTERIM FEE APPLICATION OF COLEMAN FROST LLP,  
SPECIAL LITIGATION COUNSEL FOR DEBTOR ROCK &  
REPUBLIC ENTERPRISES, INC. FOR ALLOWANCE OF  
COMPENSATION AND REIMBURSEMENT OF EXPENSES  
PURSUANT TO SECTIONS 330 AND 331 OF THE  
BANKRUPTCY CODE**

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**TO: THE HONORABLE ARTHUR J. GONZALEZ  
CHIEF UNITED STATES BANKRUPTCY JUDGE**

Coleman Frost LLP ("Coleman Frost" or "Applicant"), Special Litigation Counsel for Rock & Republic Enterprises, Inc. ("R&R"), debtor and debtor-in-possession, as and for its first interim application (the "Application") for allowance of compensation and reimbursement of actual and necessary expenses in connection with services rendered on behalf of R&R during the period from April 1, 2010 through July 31, 2010 (the "First Interim Period") pursuant to this court's order dated April 29, 2010 establishing procedures for monthly compensation

and reimbursement of expenses of professionals ("Monthly Fee Order"), respectfully represents as follows:

## **I. INTRODUCTION**

### **A. General**

1. This Application is made pursuant to Sections 330, 331 and 503(b) of the Bankruptcy Code, Rule 2016 of the Bankruptcy Rules, the Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 adopted by the Executive Office of the United States Trustee issued on January 30, 1996 (the "UST Guidelines"), the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases (the "Amended Guidelines, and, together with the UST Guidelines, the "Fee Guidelines"), and the Monthly Fee Order, for an allowance of actual compensation for professional services rendered by Applicant to R&R during the First Interim Period and for reimbursement of actual disbursements and expenses incurred by Applicant during the First Interim Period in connection with the rendering of such professional services.

2. Applicant was retained as Special Litigation Counsel for R&R nunc pro tunc to April 1, 2010 by order dated May 26, 2010 (the "Coleman Frost Retention Order"), a copy of which is annexed hereto as **Exhibit "A"**. The Coleman Frost Retention Order authorized R&R to employ and retain Coleman Frost *nunc pro tunc* to the Petition Date on the terms and conditions set forth in the pre-petition retainer agreement between R&R and Coleman Frost (the "Retainer Agreement"), as modified by the Coleman Frost Retention Order,

pursuant to sections 327(e) and 328(a) of the Bankruptcy Code and Bankruptcy Rule 2014.

3. This is Applicant's first fee request in these Chapter 11 cases. All professional services for which compensation is being sought have been performed for the benefit of R&R and its estate in connection with these Chapter 11 cases. Applicant is seeking an award of reasonable compensation in the amount of \$107,442.00, representing 80 percent of the fees incurred during the First Interim Period and reimbursement of reasonable and necessary expenses in the sum of \$3,178.63 for Applicant's services during the First Interim Period.

4. Pursuant to the Monthly Fee Order entered in these Chapter 11 cases, Applicant has received to date the total sum of \$81,441.09 representing 80% of the fees and 100% of the expenses incurred for April, May and June 2010 and is awaiting payment of 80% of the fees and 100% of the expenses due for July 2010.

5. This Application is made in order to comply with the provisions of the Monthly Fee Order.

**B. The Applicant**

6. Applicant is a California Limited Liability Partnership specializing in Legal Services.

7. Applicant's offices are located at 429 Santa Monica Blvd., Ste. 700, Santa Monica, California 90401.

8. Coleman Frost is a boutique law firm focused on commercial litigation and transactions and intellectual property transactions that was founded in 2004. Coleman Frost's professionals have extensive experience litigating commercial disputes similar to the dispute they were specially retained to litigate for R&R.

## **II. PROCEDURAL BACKGROUND**

9. On April 1, 2010, (the "Petition Date") R&R and Triple R, Inc. (collectively, the "Debtors") filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code in this Court.

10. The Debtors' Chapter 11 cases have been consolidated for procedural purposes only and are being jointly administered pursuant to Bankruptcy Rule 1015(b).

11. Since the Petition Date, the Debtors have continued to operate their businesses and manage their affairs and property as debtors in possession pursuant to §§ 1107 and 1108 of the Bankruptcy Code.

12. On April 13, 2010, the United States Trustee for the Southern District of New York appointed an Official Committee of Unsecured Creditors (the "Committee"). The Committee has retained Arent Fox LLP as its counsel.

13. The Debtors are a wholesale and retail apparel company specializing in an avant-garde and distinctive line of clothing. Originally started in 2002 by Chief Executive Officer Michael Ball, primarily as an American jeans company, the Debtors have expanded their lines to include high fashion clothing for men, women and children as well as shoes, cosmetics and accessories. The

Debtors' merchandise can be found at most high end retail stores such as Nordstrom, Neiman Marcus, Bergdorf Goodman, Bloomingdales, Lord & Taylor, Harvey Nichols and Saks Fifth Avenue, as well as in small upscale boutiques.

**III. APPLICANT'S SERVICES AS SPECIAL LITIGATION COUNSEL FOR THE DEBTOR AND DEBTOR IN POSSESSION DURING THE FIRST INTERIM PERIOD**

14. During the First Interim Period, Coleman Frost provided significant work for R&R. To date, Coleman Frost has assisted bankruptcy counsel on tasks as needed related to a pre-petition lease dispute entitled *New Pacific Rodeo, LLC v. Biba International, Limited, et al.*, pending in the Superior Court for the State of California, County of Los Angeles, Case No. BC409639.

15. Coleman Frost has provided particular support to bankruptcy counsel with regard to specific requests surrounding the lifting of the bankruptcy stay to allow the litigation to move forward and the claim to be liquidated. Coleman Frost has also engaged in a significant amount of ongoing discovery, including taking and defending multiple depositions, worked to resolve outstanding discovery disputes, and reviewed document productions, scheduled discovery and motion practice in both the California state court and in the Southern District of New York bankruptcy court, prepared for issues regarding plaintiff's motion for summary judgment, and advised the California state court on issues regarding the bankruptcy stay and the bankruptcy's effects on the California state court litigation, among other specific tasks outlined in Coleman Frost's time records.

#### **IV. COMPENSATION SOUGHT**

16. By this Application, Applicant seeks an allowance of interim compensation in the amount of \$107,442.00, representing 80 percent of the fees incurred during the First Interim Period and reimbursement of reasonable and necessary expenses in the sum of \$3,178.63 for Applicant's services during the First Interim Period, pursuant to §§330 and 331 of the Bankruptcy Code.

17. Applicant respectfully submits that the professional services rendered by it to R&R were necessary and of significant value to R&R and its estate as is more fully set forth below.

18. Applicant has maintained contemporaneous records of the time expended for the professional services performed in connection with these Chapter 11 proceedings. (A copy of Coleman Frost's time records is annexed hereto as **Exhibit "B"**.)

19. The contemporaneous time records submitted herewith by Applicant are a direct indication of the time spent in the performance of the professional services during the First Interim Period. Applicant has expended a total of 403.9 hours of professional time during the First Interim Period.

20. By establishing the fair and reasonable value of the services performed by professionals retained pursuant to §§327 and 1104 of the Bankruptcy Code, bankruptcy court fee awards, in effect, have been determined on a case-by-case basis, using an appropriate blended hourly rate for services performed by such professionals. However, federal courts have provided some common criteria for guidance in the area of court awarded fees.

21. The Circuit Court in the case of Johnson v. Georgia Highway Express, 488 F.2d 714 (5th Cir. 1974), first enumerated twelve factors to be considered by courts in order to determine a "reasonable" fee award. These factors were subsequently incorporated in the case of In re First Colonial Corporation of America, 544 F.2d 1291 (5th Cir. 1977), which held that these twelve factors applied to fees awarded pursuant to the Bankruptcy Code. These factors were:

- (i) The time and labor required and spent;
- (ii) The novelty and difficulty of the questions;
- (iii) The skill requisite to perform the legal services properly;
- (iv) The preclusion of other employment by the attorney due to acceptance of the case;
- (v) The customary fees;
- (vi) Whether the fee is fixed or contingent;
- (vii) Time limitations imposed by the client or other circumstances;
- (viii) The amount involved and the results obtained;
- (ix) The experience, reputation and ability of the attorneys;
- (x) The undesirability of the case;
- (xi) The nature and length of the professional relationship with the client; and
- (xii) Awards in similar cases.

22. Subsequently, the United States Supreme Court has made it clear that a court's determination of a reasonable fee award is to be based on the calculation of the lodestar amount which was first articulated by the Third Circuit in the case of Lindy Bros. Builders, Inc. v. American Radiator and Standard Sanitary Corp., 487 F.2d 161 (3rd Cir. 1973). This lodestar amount is presumed to subsume many of the factors articulated by Johnson. Pennsylvania v. Delaware Valley Citizens Counsel for Clear Air, 478 U.S. 546, 566-567, 106 S.Ct. 3088, 92 L.Ed 2d 439 (1986).

23. The lodestar amount is determined by multiplying the number of hours reasonably expended in the case by a reasonable hourly rate.

24. Justice White writing for the majority in the Delaware Valley Citizens case found that although the lodestar amount may be adjusted upward and downward, there is a strong presumption that the lodestar figure represents a "reasonable" fee. Delaware Valley Citizens, 478 U.S. 546 at 565, 566, 106 S. Ct. at 3088, 3098.

25. Courts have generally arrived at the lodestar amount by conducting a three-step process to determine the reasonableness of requests for compensation. First, the Court attempts to ascertain the nature and extent of the services rendered by an applicant. A review of this Application and the schedules annexed clearly reflect the number of hours worked and a description of the services provided during those hours. Second, the Court attempts to assess the value and quality of the services rendered by the applicant. A review of this Application and the schedules annexed reflect the hourly rate of each of

the persons providing services and the determined mixed hourly rate therefore. After a review of the first two steps, the Court would determine a reasonable amount of compensation.

26. A court's determination of the lodestar amount must also be based on the contemporaneous time records maintained by the attorney which are synopsized in the fee application. "An attorney . . . who applies for court-ordered compensation in this Circuit for work done after the date of this opinion must document the Application with contemporaneous time records." In re Cena's Fine Furniture, Inc., 109 B.R. 575 (E.D.N.Y. 1990) citing, New York State Ass'n. for Retarded Children, Inc. v. Carey, 711 F.2d 2236, 2248 (2nd Cir. 1983). According to the Second Circuit in Carey, a fee application should specify, for each attorney, the date, the hours expended, and the nature of the work done. However, "the law does not require a fee application the size of boring victorian novel." In re Hotel Associates, Inc., 15 B.R. 487, 488 (Bankr. E.D. Pa. 1981).

27. The time records annexed to this Application do not reflect a number of the factors the Court must consider when determining a "reasonable" fee. Applicant, for example, has handled the vast majority of R&R's California litigation over the last two years, and has handled the litigation for which it was retained as Special Litigation Counsel since the case was filed. Applicant, therefore, has background information and knowledge that has saved substantial amounts of time and attorneys' fees. Additionally, Applicant's attorneys are respected in the Los Angeles legal community, were trained and practiced at some of the country's finest law firms, and their litigation experience is extensive.

28. Section 330(a) of the Bankruptcy Code provides that a bankruptcy court may award to a professional person employed under section 327:

- (i) reasonable compensation for actual, necessary services rendered by . . . attorney and by any paraprofessional person employed by any such person;
- (ii) reimbursement for actual, necessary expenses.
- (iii) (3)(A) In determining the amount of reasonable compensation to be awarded, the court shall consider the value, the extent, and the value of such services, taking into account all relevant factors, including –
  - (A) the time spent on such services;
  - (B) the rates charged for such services;
  - (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
  - (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issues, or task addressed; and
  - (E) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

29. The concept of an economic spirit in bankruptcy cases, derived from case law under the former Bankruptcy Act, has been vitiated under the Bankruptcy Code. The importance and need for the Bankruptcy Court to attract able and experienced counsel to participate in bankruptcy cases, and to

represent and properly discharge their obligations as fiduciaries, is emphasized in all applicable reported decisions under the Bankruptcy Code. See, Matter of Caribou Partnership, III, 152 B.R. 733 (Bankr. N.D. Ind. 1993). The requirement under the Bankruptcy Code is that the Applicant must meet the requirement of reasonableness, as stated by Congress:

Bankruptcy legal services are entitled to commence the same competency of counsel as other cases. In that light, the policy of this section is to compensate attorneys and other professionals serving in a case under Title 11 at the same rate as the attorney or other professional comparable services other than that in a case under Title 11...notions of economy of the estate in fixing fees are outdated and have no place in a Bankruptcy Code.

Statement of Legislative Leaders (House) reprinted in 124 Cong. H. 11089, H 11092 (Daily Ed. Sept. 28, 1978).

30. The rates being charged by Applicant are commensurate with those typically charged by Applicant and, in many instances, less than those typically charged by other firms in California as well as those of other nationally – recognized firms. Accordingly, the lodestar amount of fees sought by Applicant (its customary hourly billing rates multiplied by the reasonable and necessary amount of time spent) is both reasonable and appropriate.

31. Applicant respectfully submits that based upon the above factors the fees requested are reasonable and should be awarded in full.

32. Applicant submits that the division of time herein among its professionals has been consistent with Applicant's overall goal of providing first quality legal services at a reasonable cost. During the First Interim Period, Applicant's professionals have devoted an aggregate of 403.9 hours to this case at hourly rates set according to their levels of experience.

33. In addition, during the First Interim Period, Applicant incurred expenses which are summarized in **Exhibit "C"** hereto. All of the disbursements were necessarily incurred and reasonable in amount. If the court should so require, the documentation substantiating these expenses will be made available. All disbursements, including, but not limited to, photocopying and facsimiles conform with the limitations as provided in the Fee Guidelines.

34. A certification as required by the Fee Guidelines is attached hereto as **Exhibit "D"**.

35. This Application, together with all exhibits hereto, will be filed with the Court and served upon the Office of the U.S. Trustee, the Debtors and counsel to the Committee.

**WHEREFORE**, Applicant respectfully requests that it be awarded (a) a first interim fee in the amount of \$107,442.00 together with reimbursement of expenses and disbursements in the amount of \$3,178.63, and (b) such other and further relief as this court may deem just and proper.

Dated: August 31, 2010

COLEMAN FROST LLP  
Special Litigation Counsel for  
Rock & Republic Enterprises, Inc.  
Debtor and Debtor-in-Possession

By: s/ Daniel L. Alexander  
Daniel L. Alexander  
429 Santa Monica Blvd., Ste. 700  
Santa Monica, CA 90401  
(310) 576-7312

**EXHIBIT "A"**

**COLEMAN FROST RETENTION ORDER**  
**(see attached)**

Hearing Date: May 26, 2010  
Hearing Time: 10:00 A.M.

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

----- X  
In re : Chapter 11  
ROCK & REPUBLIC ENTERPRISES, INC., : Case No. 10-11728 (AJG)  
et al., (Jointly Administered)  
Debtors. :  
----- X

**ORDER AUTHORIZING RETENTION OF COLEMAN  
FROST LLP AS SPECIAL LITIGATION COUNSEL TO THE  
DEBTOR PURSUANT TO 11 U.S.C. §§327(e) AND 328(a)**

Upon the application (the "Application") filed by Rock & Republic Enterprises, Inc. ("R&R") and Triple R, Inc. ("TR"), the debtors and debtors-in-possession herein (collectively, the "Debtors"), seeking authorization to employ Coleman Frost LLP ("CF") as R&R's special litigation counsel in R&R's Chapter 11 case for the limited purpose of continuing to represent R&R in the landlord-tenant action entitled New Pacific Rodeo, LLC v. Biba International, Ltd., et al., Index No. BC 409 639 (the "Action") pending in the California Superior Court, and upon the affidavit of Derrick F. Coleman, Esq., duly sworn to on May 12, 2010 (the "Coleman Affidavit"), and no objection having been made to the Debtors' Application; and after due deliberation it appearing that the firm of CF neither holds nor represents any interest adverse to the Debtors' estates with respect to the matter on which CF is to be employed and that the employment of CF is necessary and would be in the best interests of the Debtors' estates; it is

**ORDERED**, that R&R, as debtor-in-possession herein, is hereby authorized to appoint and employ CF as its special litigation counsel to continue to represent R&R as debtor-in-possession on the terms and conditions set forth in the Application and the

Coleman Affidavit in the within proceedings pursuant to §§327(e) and 328 of the Bankruptcy Code, effective as of April 1, 2010; and it is further

**ORDERED**, that the services that CF shall provide to R&R are non-bankruptcy legal services relating to the Action; and it is further

**ORDERED**, that the services to be provided by CF to R&R will not duplicate or overlap with the services to be provided by the Debtors' general bankruptcy counsel; and it is further

**ORDERED**, that in the event of any conflict between this Order and the pre-petition retainer agreement dated April 13, 2009 (the "Retainer Agreement"), this Order will control; and it is further

**ORDERED**, that in the event that CF increases the rates set forth in the Retainer Agreement, CF shall provide prior notice of such rate increases to the Debtors, the Debtors' counsel, Committee counsel and the United States Trustee; and it is further

**ORDERED**, that the compensation of CF as special litigation counsel to R&R shall be fixed by this Court after application, in the manner prescribed by §§330 and 331 of the Bankruptcy Code, and all fee applications made by CF shall comply with the U.S. Trustee's guidelines.

Dated: New York, New York  
May 26, 2010

**s/Arthur J. Gonzalez**  
ARTHUR J. GONZALEZ  
CHIEF UNITED STATES BANKRUPTCY JUDGE

**EXHIBIT "B"**

**ROCK & REPUBLIC ENTERPRISES, INC.**

**SPECIAL LITIGATION SERVICES FEES**

**FROM APRIL 1, 2010 THROUGH JULY 31, 2010**

**(see attached)**



**COLEMAN FROST LLP**

**429 SANTA MONICA BLVD.**

**SUITE 700**

**SANTA MONICA, CA 90401**

Cheryl Moorman  
Rock & Republic Enterprises, Inc.  
3523 Eastham Dr.  
Culver City, CA 90232

June 16, 2010  
Client No. 1096

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**Cover Statement**

	<b>Balance</b>
1096-001 Re: Litigation	\$34,287.50
1096-004 Re: Relief From Stay Proceedings	<u>\$ 6,070.00</u>
 Total Fees	 \$40,357.50
 Expenses	 <u>\$ 785.92</u>
 Total Fees and Expenses	 <u>\$41,143.42</u>

COLEMAN FROST LLP  
429 Santa Monica Blvd., Suite 700  
Santa Monica, California 90401  
(310) 576-7312  
TIN # 20-0807972

Cheryl Moorman  
Rock & Republic Enterprises, Inc.  
3523 Eastham Dr.  
Culver City, CA 90232

June 16, 2010  
Our File: 1096.001  
Invoice # 1055  
Total Balance Due \$35073.42

RE: Litigation

Statement of Account for the Period Ending May 31, 2010

Professional Services

<u>Date</u>	<u>Emp</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
04/01/10	DFC	Review/analyze issues re stay	0.20	75.00
	DLA	Review communications re expert witness discovery issues and confer with B. Armstrong and D. Coleman re same	0.30	97.50
	BAA	Email to opposing counsel re depositions currently set and impact of bankruptcy on case	0.60	195.00
	BAA	Research and analysis re bankruptcy and conditions on which cases are stayed when a defendant files bankruptcy	1.70	552.50
	DLA	Contact counsel re response to subpoena	0.20	65.00
	DLA	Draft notice of stay	0.40	130.00
	DLA	Review motions in limine	0.50	162.50
	DFC	Attendance at hearing re New Pacific ex parte application re expert designation	0.70	262.50
	DLA	Draft proposed response to ex parte notice	4.80	1,560.00
	DLA	Review and respond to communications re ex parte notice	0.20	65.00

<u>Date</u>	<u>Emp</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
04/02/10	DFC	Telecons w/opposing counsel re stay of New Pacific case/briefing re same	0.90	337.50
	BAA	Preliminary review and analysis of client's bankruptcy schedules and filings	2.60	845.00
	DFC	Conferences w/B. Armstrong and D. Alexander re status and strategy	0.80	300.00
	DFC	Review/analyze arguments and briefing in support of stay	0.70	262.50
	DLA	Confer w/opposing counsel, D. Coleman and B. Armstrong re ex parte application and bankruptcy stay	0.80	260.00
	DLA	Prepare documents re ex parte application for filing and service	2.00	650.00
	DLA	Travel to/from and attendance at hearing re plaintiff's ex parte application and bankruptcy stay	2.80	910.00
04/05/10	BAA	Emails and telecons re rescheduling of pending depositions in light of bankruptcy stay	3.40	1,105.00
	DLA	Draft opposition to plaintiff's ex parte application re expert witness discovery;	5.10	1,657.50
	DLA	Confer w/counsel re outstanding subpoenas	0.30	97.50
	DLA	Confer w/B. Armstrong and D. Coleman re status and strategy	1.00	325.00
	DFC	Conference w/D. Alexander and B. Armstrong re New Pacific case strategy	1.40	525.00
	DFC	Telecon w/opposing counsel re stay, depositions	0.30	112.50
	DFC	Telecon w/CBRE attorney re Luchs deposition	0.20	75.00
	DFC	Telecon w/J. Boylston re ex parte application for stay	0.40	150.00

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June 16, 2010  
Rock & Republic Enterprises, Inc.  
Litigation  
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<u>Date</u>	<u>Emp</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
04/06/10	DFC	Conferences w/attorneys and bankruptcy counsel re New Pacific case strategy	1.20	450.00
	BAA	Research and analysis re bankruptcy stay and its applicability to all defendants under the circumstances of this case	3.60	1,170.00
	BAA	Emails and telecons w/opposing counsel re depositions that are currently scheduled and necessity of rescheduling after case comes out of bankruptcy	2.40	780.00
	DLA	Draft statement for court re applicability of bankruptcy stay	2.00	650.00
	DLA	Confer w/D. Coleman and B. Armstrong re status and strategy	1.00	325.00
	DFC	Review/analyze issues re New Pacific litigation strategy	1.00	375.00
	DLA	Draft opposition to plaintiff's ex parte application	2.00	650.00
04/07/10	DFC	Review/analyze briefs re stay, expert designation	1.10	412.50
	BAA	Drafting of opposition to ex parte application re current status of case w/reference to bankruptcy and plaintiff's establishment of expert witnesses	3.40	1,105.00
	DLA	Draft, review, revise and edit documents re plaintiff's ex parte application and plaintiff's opposition to notice of stay	4.30	1,397.50
04/08/10	BAA	Preparation for hearing on bankruptcy stay impact and ex parte application	1.60	520.00
	DLA	Confer w/potential witnesses re potentially responsive documents	0.60	195.00
04/09/10	DFC	Telecons w/attorneys and bankruptcy counsel re stay hearing, strategy, discovery, subpoenas	0.80	300.00

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June 16, 2010  
Rock & Republic Enterprises, Inc.  
Litigation  
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<u>Date</u>	<u>Emp</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	BAA	Preparation for, travel to/from and attendance at hearing re bankruptcy stay and ex parte application	4.00	1,300.00
	BAA	Conference w/opposing counsel re potential lifting of stay in order to bring case back on line for trial	0.60	195.00
	BAA	Preliminary review and analysis of proposed notice of ruling re ex parte application	0.40	130.00
04/10/10	IS	Prepare photocopies of documents	4.00	100.00
04/12/10	BAA	Preliminary review and analysis of proposed notice of ruling on ex parte application and bankruptcy status report	0.60	195.00
	BAA	Preliminary review and analysis of defendant's brief and applicability of bankruptcy stay to stay the whole case	2.40	780.00
	DLA	Confer w/attorneys and bankruptcy counsel re case status	0.90	292.50
	DFC	Telecon w/bankruptcy counsel re case status; review of file	0.30	112.50
	DFC	Review/analyze litigation strategy	0.20	75.00
04/14/10	BAA	Preliminary review and analysis of deposition transcript	1.90	617.50
04/16/10	DFC	Emails to/from and telecons w/bankruptcy counsel re case strategy	0.20	75.00
	DLA	Review and respond to communication from attorney re potential witness	0.60	195.00
	DLA	Confer w/attorney re strategy	0.30	97.50
	DFC	Conference w/D. Alexander re case strategy	0.30	112.50

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Rock & Republic Enterprises, Inc.  
Litigation  
Our File: 1096.001  
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<u>Date</u>	<u>Emp</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
04/20/10	BAA	Preliminary review and analysis of stipulations to lift the bankruptcy stay drafted by opposing counsel	0.90	292.50
	DLA	Review and respond to requests for information from bankruptcy counsel	0.70	227.50
04/27/10	DFC	Telecons re status of litigation	0.20	75.00
	DFC	Review/analyze issues re status of litigation	0.40	150.00
	DFC	Emails to/from bankruptcy counsel re status of litigation	0.20	75.00
	DFC	Drafting of revisions/additions to memo re status of litigation	0.30	112.50
	DFC	Conference w/attorneys re status of litigation	0.20	75.00
05/06/10	DFC	Review/analyze issues re settlement	0.30	112.50
	BAA	Analysis of stipulation to retain Coleman Frost as special litigation counsel	1.60	520.00
05/10/10	DFC	Telecons w/bankruptcy counsel re New Pacific action	0.80	300.00
	BAA	Telecon w/bankruptcy counsel re issues related to trial on the case	0.80	260.00
05/11/10	BAA	Analysis of attorney declaration in support of motion to employ Coleman Frost as special counsel	1.10	357.50
05/12/10	BAA	Telecon w/attorneys re current status and strategy to handle case	0.90	292.50
05/17/10	BAA	Analysis of discovery status at time of bankruptcy filing	0.80	260.00

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June 16, 2010  
Rock & Republic Enterprises, Inc.  
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<u>Date</u>	<u>Emp</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/18/10	BAA	Analysis of operative pleadings and documents produced in discovery in preparation for informal settlement conference	2.90	942.50
	DFC	Telecons re meeting w/New Pacific, settlement, issues re New Pacific action	0.50	187.50
	DFC	Conference w/B. Armstrong re settlement	0.30	112.50
	DFC	Review/analyze lease	1.00	375.00
05/19/10	DFC	Preparation for, travel to/from and attendance at meetings w/New Pacific re settlement and conference w/G. Lurie	4.60	1,725.00
	BAA	Preliminary review and analysis of creditor's claim	0.90	292.50
	BAA	Preparation for, travel to/from and attendance at informal settlement conference	4.30	1,397.50
	BAA	Conference following informal settlement conference	0.80	260.00
	DLA	Review claim; draft communication to attorneys re same	0.40	130.00
	DLA	Draft communication to attorney re research question in preparation for meeting w/New Pacific	0.10	32.50
	JBF	Analyze potential settlement issues w/D. Coleman	0.40	150.00
05/20/10	BAA	Fact investigation re filing status of creditor	1.30	422.50
05/21/10	DFC	Conference w/attorney re call w/creditors committee counsel	0.20	75.00
05/26/10	DLA	Confer w/attorney re status and strategy	1.10	357.50
05/28/10	BAA	Commence analysis of deposition testimony	2.40	780.00
	DLA	Review documents produced by plaintiff	1.70	552.50

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June 16, 2010  
Rock & Republic Enterprises, Inc.  
Litigation  
Our File: 1096.001  
Invoice # 1055

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**Summary of Services**

BAA	Bruce A. Armstrong	47.90 hr	@ 325.00	\$ 15567.50
DFC	Derrick F. Coleman	19.70 hr	@ 375.00	\$ 7387.50
DLA	Daniel L. Alexander	34.10 hr	@ 325.00	\$ 11082.50
IS	Ian Smith	4.00 hr	@ 25.00	\$ 100.00
JBF	J.B. Frost	0.40 hr	@ 375.00	\$ 150.00

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<b>Total Professional Services</b>	<b>106.10</b>	<b>\$ 34,287.50</b>
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**Costs and Disbursements**

<u>Date</u>	<u>Description</u>	<u>Amount</u>
04/02/10	Mileage and Parking	30.56
04/07/10	Fax Filing Fee	6.00
04/07/10	Jury Fee Deposit	150.00
04/14/10	Business Records Production (Travers and Pleskow)	119.90
04/16/10	Document Production	121.67
04/28/10	Messenger Fees	116.71
04/29/10	Attorney Service (Depo Subpoenas)	210.00
04/30/10	Westlaw Charges	31.08

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<b>Total Costs and Disbursements</b>	<b>\$ 785.92</b>
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<b>TOTAL NEW CHARGES</b>	<b>\$ 35,073.42</b>
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<b>Previous Balance Due</b>	<b>\$ 0.00</b>
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June 16, 2010  
Rock & Republic Enterprises, Inc.  
Litigation  
Our File: 1096.001  
Invoice # 1055

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**SUMMARY OF ACCOUNT**

Balance Forward	\$ 0.00
Total New Charges	35,073.42
Payments and Credits	<hr/> 0.00

**TOTAL BALANCE DUE \*\*\* PLEASE PAY THIS AMOUNT \*\* \$ 35,073.42**

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COLEMAN FROST LLP  
429 Santa Monica Blvd., Suite 700  
Santa Monica, California 90401  
(310) 576-7312  
TIN # 20-0807972

Cheryl Moorman  
Rock & Republic Enterprises, Inc.  
3523 Eastham Dr.  
Culver City, CA 90232

June 16, 2010  
Our File: 1096.004  
Invoice # 1056  
**Total Balance Due \$6070.00**

**RE: Relief From Stay Proceedings**

**Statement of Account for the Period Ending May 31, 2010**

**Professional Services**

<u>Date</u>	<u>Emp</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
04/22/10	JB	Analyze stipulation to lift stay and discuss same w/D. Coleman	0.50	187.50
05/11/10	DFC	Conferences/emails w/A. Goldstein and B. Armstrong re stay and review/analyze issues re same	1.00	375.00
	JB	Review and revise counsel affidavit	0.40	150.00
05/12/10	DLA	Compile documents to send to bankruptcy counsel; confer w/D. Coleman and B. Armstrong re same	4.00	1,300.00
	DFC	Preparation for and attendance at telecons w/bankruptcy counsel re lifting of stay and New Pacific litigation	0.40	150.00
	DFC	Review/analyze issues re lifting of stay	0.50	187.50
	DFC	Telecon w/J. Makower and drafting of revisions to declaration re retention	0.30	112.50

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June 16, 2010  
Rock & Republic Enterprises, Inc.  
Relief From Stay Proceedings  
Our File: 1096.004  
Invoice # 1056

<u>Date</u>	<u>Emp</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/14/10	DLA	Confer w/J. Renert at Arent Fox re creditors committee request; confer w/B. Armstrong and D. Coleman re same; contact witness re factual question related to creditors committee request	0.80	260.00
05/17/10	DLA	Confer w/D. Coleman and B. Armstrong re creditors committee request; confer w/bankruptcy counsel re same	1.40	455.00
	CSC	Conference call w/bankruptcy counsel; conference w/D. Coleman, B. Armstrong and D. Alexander	0.50	162.50
05/18/10	DLA	Review and respond to communications from creditors committee counsel re potential phone call to discuss their opposition to lifting the automatic stay	0.40	130.00
05/19/10	DLA	Review and respond to communications re creditors committee requests	0.50	162.50
05/20/10	BAA	Conference call w/D. Alexander and counsel for creditors committee	0.90	292.50
	DLA	Review and respond to communications from D. Coleman re requests from bankruptcy counsel; contact witness re same; participate in creditors committee conference call w/J. Sullivan, J. Renert and B. Armstrong; contact A. Spizz re same	1.70	552.50
	DFC	Email to bankruptcy counsel re lifting of stay/retention	0.30	112.50
	DFC	Emails to/from Dept. of Justice, bankruptcy counsel, creditors committee counsel re New Pacific case	0.40	150.00
	DFC	Conference w/D. Alexander re lifting of stay	0.20	75.00
	JBF	Correspondence re retention issues	0.20	75.00

June 16, 2010

Rock &amp; Republic Enterprises, Inc.

Relief From Stay Proceedings

Our File: 1096.004

Invoice # 1056

<u>Date</u>	<u>Emp</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/21/10	DLA	Review and respond to communications from D. Coleman re creditors committee communications; review and respond to counsel for creditors committee re same	1.50	487.50
05/25/10	BAA	Preliminary review and analysis of email from Mr. Sullivan re mediation	0.40	130.00
05/26/10	DFC	Review/analyze court order re retention and conference w/D. Alexander and B. Armstrong re case strategy	1.00	375.00
	DFC	Telecon w/A. Goldstein re case strategy	0.20	75.00
	JBF	Analyze stay issues	0.30	112.50

**Summary of Services**

BAA	Bruce A. Armstrong	1.30 hr	@ 325.00	\$ 422.50
CSC	Caroline S. Craddock	0.50 hr	@ 325.00	\$ 162.50
DFC	Derrick F. Coleman	4.30 hr	@ 375.00	\$ 1612.50
DLA	Daniel L. Alexander	10.30 hr	@ 325.00	\$ 3347.50
JBF	J.B. Frost	1.40 hr	@ 375.00	\$ 525.00

<b>Total Professional Services</b>	<b>17.80</b>	<b>\$ 6,070.00</b>
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<b>TOTAL NEW CHARGES</b>	<b>\$ 6,070.00</b>
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<b>Previous Balance Due</b>	<b>\$ 0.00</b>
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June 16, 2010

Rock & Republic Enterprises, Inc.

Relief From Stay Proceedings

Our File: 1096.004

Invoice # 1056

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**SUMMARY OF ACCOUNT**

Balance Forward	\$ 0.00
Total New Charges	6,070.00
Payments and Credits	<hr/> 0.00

**TOTAL BALANCE DUE \*\*\* PLEASE PAY THIS AMOUNT \*\* \$ 6,070.00**

---



**COLEMAN FROST LLP**

**429 SANTA MONICA BLVD.**

**SUITE 700**

**SANTA MONICA, CA 90401**

Cheryl Moorman  
Rock & Republic Enterprises, Inc.  
3523 Eastham Dr.  
Culver City, CA 90232

July 20, 2010  
Client No. 1096

---

**Cover Statement**

	<b>Balance</b>
1096-001 Re: Litigation	\$58,930.00
1096-003 Re: Fee/Employment Applications	422.50
1096-004 Re: Relief From Stay Proceedings	<u>\$ 642.50</u>
 Total Fees	 \$59,995.00
 Expenses	 <u>\$ 373.17</u>
 Total Fees and Expenses	 <u>\$60,368.17</u>

COLEMAN FROST LLP  
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 (310) 576-7312  
 TIN # 20-0807972

Cheryl Moorman  
 Rock & Republic Enterprises, Inc.  
 3523 Eastham Dr.  
 Culver City, CA 90232

July 19, 2010  
 Our File: 1096.001  
 Invoice # 1153  
**Total Balance Due \$66160.67**

**RE: Litigation**

**Statement of Account for the Period Ending June 30, 2010**

**Professional Services**

<u>Date</u>	<u>Emp</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/02/10	DLA	Confer w/B. Armstrong and D. Coleman re status and strategy	0.40	130.00
	DLA	Review documents produced by plaintiff	8.90	2,892.50
06/03/10	DLA	Confer w/attorneys re outstanding discovery requests	0.50	162.50
	DLA	Review documents produced by plaintiff	8.00	2,600.00
06/04/10	DLA	Review notes re subpoenas; confer w/counsel re same	0.70	227.50
	DLA	Review outstanding discovery issues	1.30	422.50
06/07/10	DLA	Review documents produced by plaintiff	8.30	2,697.50
	DLA	Prepare for status conference	1.10	357.50
	BAA	Preparation for hearing re bankruptcy status conference	2.40	780.00
06/08/10	JBF	Analyze stay and trial issues	0.30	112.50
	DLA	Attendance at and participation in status conference	3.70	1,202.50

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July 19, 2010  
Rock & Republic Enterprises, Inc.  
Litigation  
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<u>Date</u>	<u>Emp</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/09/10	DLA	Resolve technical issues caused by plaintiff's document production	1.10	357.50
	DLA	Review documents produced by plaintiff	2.30	747.50
	BAA	Preparation for hearing re bankruptcy status conference	0.90	292.50
	BAA	Telephonic appearance at bankruptcy status conference	2.90	942.50
	BAA	Correspondence to bankruptcy counsel re results of bankruptcy status conference	0.70	227.50
	BAA	Telecon w/bankruptcy counsel re results of status conference and strategy for further handling	0.80	260.00
	DLA	Draft notice of entry of order and prepare document for filing and service	1.00	325.00
	DLA	Contact potential witnesses re document collection	1.70	552.50
	DLA	Draft discovery responses	1.80	585.00
	BAA	Analysis of file materials for purposes of determining current status of discovery and strategy for handling discovery now necessary	2.40	780.00
06/10/10	DLA	Confer w/potential witness re documents and fact questions	0.20	65.00
	BAA	Analysis of Mashouf deposition transcript	3.10	1,007.50
06/11/10	DLA	Review outstanding subpoenas for information re potential witness	0.50	162.50
	BAA	Analysis of plaintiff's responses to interrogatories	4.10	1,332.50
06/14/10	DLA	Review documents produced by plaintiff	5.90	1,917.50

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July 19, 2010  
Rock & Republic Enterprises, Inc.  
Litigation  
Our File: 1096.001  
Invoice # 1153

<u>Date</u>	<u>Emp</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/15/10	BAA	Analysis of current status of discovery for purposes of planning future discovery and event dates for purposes of requesting a trial date	1.40	455.00
	DLA	Conference re status and strategy	0.10	32.50
	DLA	Review documents produced by plaintiff	2.80	910.00
	DLA	Contact potential witnesses re document collection	0.60	195.00
	DLA	Review documents produced by plaintiff	5.40	1,755.00
	DLA	Conferences re discovery scheduling and proposed stipulation and order	1.70	552.50
	BAA	Drafting of proposed deposition schedule	2.30	747.50
	BAA	Drafting of proposed stipulation requesting court to set a trial date	1.90	617.50
	BAA	Multiple emails to C. Malaret and M. Rosenbaum re scheduling	1.80	585.00
	BAA	Analysis of prior stipulation re appointment of discovery referee for use in current stipulation	0.80	260.00
06/16/10	BAA	Telecons w/C. Malaret and M. Rosenbaum re scheduling of discovery and other events leading to trial date	1.40	455.00
	DLA	Review and respond to communications from potential witness	0.40	130.00
	DLA	Confer w/B. Armstrong, C. Malaret and M. Rosenbaum re status and discovery issues	1.90	617.50
	DLA	Review documents produced by plaintiff	8.70	2,827.50
	BAA	Conference call w/C. Malaret and M. Rosenbaum re scheduling of discovery and events leading to trial date	1.20	390.00

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July 19, 2010  
Rock & Republic Enterprises, Inc.  
Litigation  
Our File: 1096.001  
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<u>Date</u>	<u>Emp</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/17/10	BAA	Extended email to A. Goldstein re current status and strategy	1.40	455.00
	DLA	Review documents produced by plaintiff	7.60	2,470.00
	DLA	Confer w/B. Armsteong re ex parte application to advance status conference	0.60	195.00
	DLA	Draft ex parte application to advance status conference and set trial date	5.10	1,657.50
	DFC	Conferences w/B. Armstrong, bankruptcy counsel and G. Lurie re case status and strategy	0.60	225.00
	DFC	Review/analyze issues re discovery, depositions	0.60	225.00
	BAA	Correspondence to C. Malaret and M. Rosenbaum giving ex parte notice to set trial	0.80	260.00
	BAA	Correspondence to C. Malaret and M. Rosenbaum requesting potential dates for mediation	0.90	292.50
	BAA	Draft declaration in support of ex parte application	1.20	390.00
	BAA	Draft ex parte application to set trial and other dates	1.10	357.50
06/18/10	BAA	Prepare for hearing on ex parte application	1.10	357.50
	BAA	Receipt, review and analysis of multiple emails re ex parte proceedings and need for trial dates	1.90	617.50
	BAA	Conference call w/C. Malaret and M. Rosenbaum re ex parte application and potential trial and discovery dates	0.80	260.00
	DLA	Draft notice of rulings at June 18 hearing re defendants' ex parte application	0.60	195.00
	DLA	Draft communication to M. Rosenbaum re hearing on defendants' ex parte application	0.20	65.00

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July 19, 2010  
Rock & Republic Enterprises, Inc.  
Litigation  
Our File: 1096.001  
Invoice # 1153

<u>Date</u>	<u>Emp</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	DLA	Travel to/from and attendance at hearing re defendants' ex parte application to advance trial setting conference	4.10	1,332.50
	DLA	Conferences w/B. Armstrong and D. Coleman re status and strategy	1.20	390.00
	DFC	Conference w/B. Armstrong and D. Alexander re ex parte hearing to set trial	0.30	112.50
	DFC	Review/analyze issues re case strategy, discovery; telecon w/bankruptcy counsel	0.50	187.50
	BAA	Preparation for hearing on ex parte application to set trial and other dates	1.10	357.50
	BAA	Travel to/from court for hearing on ex parte application	1.30	422.50
	BAA	Attendance at hearing re ex parte application to set trial	2.80	910.00
	BAA	Correspondence to A. Goldstein re results of ex parte hearing	0.70	227.50
06/21/10	DLA	Draft discovery responses	1.10	357.50
	DLA	Confer w/B. Armstrong and D. Coleman re trial scheduling	0.20	65.00
	DLA	Review and respond to communications from M. Rosenbaum re trial date	0.70	227.50
	DLA	Confer w/C. Moorman re discovery responses	0.20	65.00
	DLA	Review discovery deadlines	0.40	130.00
	DLA	Review trial scheduling issues	1.10	357.50
	BAA	Conference call w/C. Malaret and M. Rosenbaum re request to change trial date	0.80	260.00

<u>Date</u>	<u>Emp</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/24/10	DLA	Review, revise and edit inserts for objection to bankruptcy claims	1.60	520.00
	DLA	Contact C. Moorman re discovery verification	0.20	65.00
	DLA	Review and respond to communication from R. Eusebio re discovery requests	0.10	32.50
	DLA	Confer w/D. Coleman re discovery responses	0.30	97.50
	DFC	Review/analyze issues re NPR/Biba proof of claim, conference w/D. Alexander re same	0.50	187.50
	BAA	Analysis of objection to claims information proposed by bankruptcy counsel re Biba claims	0.60	195.00
	BAA	Analysis of bankruptcy claims made by Biba, Mashouf and New Pacific	2.10	682.50
06/25/10	DLA	Prepare discovery responses for service	0.50	162.50
	DLA	Conference w/B. Armstrong re objections to bankruptcy claims	0.10	32.50
	DLA	Review and respond to communications from bankruptcy counsel re requested documents	0.30	97.50
	DLA	Review objections to opposing parties' claims in bankruptcy court	1.30	422.50
	DFC	Review/analyze issues re objection to NPR/Biba claim, motion to reinstate stay, litigation strategy, issues re discovery	0.90	337.50
	BAA	Drafting of revisions to factual background statement for objections to claims in bankruptcy court	1.10	357.50
	BAA	Receipt, preliminary review and analysis of objections to claims of Biba, Mashouf and New Pacific	1.90	617.50

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July 19, 2010  
Rock & Republic Enterprises, Inc.  
Litigation  
Our File: 1096.001  
Invoice # 1153

<u>Date</u>	<u>Emp</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/30/10	DLA	Confer w/B. Armstrong and D. Coleman re motion to reinstate stay	0.70	227.50
	DLA	Review and respond to communications from bankruptcy counsel re motion to reinstate automatic stay	0.50	162.50
	DFC	Review/analyze issues re reinstatement of stay	0.30	112.50
	DFC	Conference w/D. Alexander and B. Armstrong re reinstatement of stay	0.30	112.50

**Summary of Services**

BAA	Bruce A. Armstrong	60.70 hr @ 325.00	\$ 19727.50
DFC	Derrick F. Coleman	4.40 hr @ 375.00	\$ 1650.00
DLA	Daniel L. Alexander	115.20 hr @ 325.00	\$ 37440.00
JBF	J.B. Frost	0.30 hr @ 375.00	\$ 112.50

Total Professional Services	180.60	\$ 58,930.00
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**Costs and Disbursements**

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/02/10	Overtime Meal	20.00
06/08/10	Mileage and Parking	30.80
06/18/10	Filing Fee (Ex Parte Application)	40.00
06/18/10	Mileage and Parking	30.80
06/18/10	Filing Fee	40.00
06/21/10	Fax Filing Fee	8.25
06/23/10	Mileage and Parking	30.80
06/23/10	Overtime Meal	20.00
06/24/10	Overtime Meal	20.00
06/30/10	Messenger Fees	76.14
06/30/10	Fedex	31.08
06/30/10	Westlaw Charges	25.30
Total Costs and Disbursements		\$ 373.17

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July 19, 2010  
Rock & Republic Enterprises, Inc.  
Litigation  
Our File: 1096.001  
Invoice # 1153

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**TOTAL NEW CHARGES** \$ 59,303.17

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**Previous Balance Due** \$ 35,073.42

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**PAYMENTS AND CREDITS**

07/09/10      Payment (80% of Fees of \$34,287.50; 100% of Costs of 785.92) - Thank You 28,215.92

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**Total Payments and Credits** \$ 28,215.92

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**Unpaid Balance Forward** \$ 6,857.50

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**SUMMARY OF ACCOUNT**

Balance Forward	\$ 35,073.42
Total New Charges	59,303.17
Payments and Credits	<u>28,215.92</u>

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**TOTAL BALANCE DUE \*\*\* PLEASE PAY THIS AMOUNT \*\*** \$ 66,160.67

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COLEMAN FROST LLP  
429 Santa Monica Blvd., Suite 700  
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(310) 576-7312  
TIN # 20-0807972

Cheryl Moorman  
Rock & Republic Enterprises, Inc.  
3523 Eastham Dr.  
Culver City, CA 90232

July 19, 2010  
Our File: 1096.003  
Invoice # 1154

**Total Balance Due \$422.50**

**RE: Fee/Employment Applications**

**Statement of Account for the Period Ending June 30, 2010**

**Professional Services**

<u>Date</u>	<u>Emp</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/15/10	DLA	Review time entries for April and May fee application	0.40	130.00
06/16/10	DLA	Contact A. Goldstein re redaction of bills	0.20	65.00
06/17/10	DLA	Finalize April and May bill and prepare document to send to bankruptcy counsel	0.40	130.00
	DLA	Communications w/bankruptcy counsel's office re service of invoice	0.20	65.00
06/18/10	DLA	Review and respond to communications re service of invoice	0.10	32.50

**Summary of Services**

DLA Daniel L. Alexander 1.30 hr @ 325.00 \$ 422.50

Total Professional Services 1.30 \$ 422.50

**TOTAL NEW CHARGES** \$ 422.50

Page 2  
July 19, 2010  
Rock & Republic Enterprises, Inc.  
Fee/Employment Applications  
Our File: 1096.003  
Invoice # 1154

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Previous Balance Due	\$ 0.00
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**SUMMARY OF ACCOUNT**

Balance Forward	\$ 0.00
Total New Charges	422.50
Payments and Credits	<hr/> 0.00

<b>TOTAL BALANCE DUE *** PLEASE PAY THIS AMOUNT **</b>	\$ 422.50
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COLEMAN FROST LLP  
 429 Santa Monica Blvd., Suite 700  
 Santa Monica, California 90401  
 (310) 576-7312  
 TIN # 20-0807972

Cheryl Moorman  
 Rock & Republic Enterprises, Inc.  
 3523 Eastham Dr.  
 Culver City, CA 90232

July 19, 2010  
 Our File: 1096.004  
 Invoice # 1155  
**Total Balance Due \$1856.50**

**RE: Relief From Stay Proceedings**

**Statement of Account for the Period Ending June 30, 2010**

**Professional Services**

<u>Date</u>	<u>Emp</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/02/10	DLA	Review communications from creditors committee and bankruptcy counsel re lifting of stay	0.30	97.50
06/08/10	DFC	Review/analyze issues re status conference, motion to lift stay	0.30	112.50
	DFC	Conference w/B. Armstrong and D. Alexander re motion to lift stay	0.20	75.00
	DLA	Conferences w/bankruptcy counsel and opposing counsel re joint motion to lift stay	0.90	292.50
06/09/10	DLA	Communications w/bankruptcy and other attorneys re order lifting stay	0.20	65.00

**Summary of Services**

DFC	Derrick F. Coleman	0.50 hr	@ 375.00	\$	187.50
DLA	Daniel L. Alexander	1.40 hr	@ 325.00	\$	455.00

<b>Total Professional Services</b>	<b>1.90</b>	<b>\$ 642.50</b>
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Page 2  
July 19, 2010  
Rock & Republic Enterprises, Inc.  
Relief From Stay Proceedings  
Our File: 1096.004  
Invoice # 1155

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**TOTAL NEW CHARGES** \$ 642.50

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Previous Balance Due \$ 6,070.00

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**PAYMENTS AND CREDITS**

07/09/10	Payment (80% of Fees) - Thank You	<u>4,856.00</u>
	Total Payments and Credits	\$ 4,856.00

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Unpaid Balance Forward \$ 1,214.00

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**SUMMARY OF ACCOUNT**

Balance Forward	\$ 6,070.00
Total New Charges	642.50
Payments and Credits	<u>4,856.00</u>

**TOTAL BALANCE DUE \*\*\* PLEASE PAY THIS AMOUNT \*\*** \$ 1,856.50

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**COLEMAN FROST LLP**

**429 SANTA MONICA BLVD.**

**SUITE 700**

**SANTA MONICA, CA 90401**

Cheryl Moorman  
Rock & Republic Enterprises, Inc.  
3523 Eastham Dr.  
Culver City, CA 90232

August 20, 2010  
Client No. 1096

**Cover Statement**

	<b>Balance</b>
1096-001 Re: Litigation	\$33,950.00
1096-003 Re: Fee/Employment Applications	0.00
1096-004 Re: Relief From Stay Proceedings	<u>\$ 0.00</u>
Total Fees	\$33,950.00
Expenses	<u>\$ 2,019.54</u>
Total Fees and Expenses	<u>\$35,969.54</u>

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(310) 576-7312  
TIN # 20-0807972

Cheryl Moorman  
Rock & Republic Enterprises, Inc.  
3523 Eastham Dr.  
Culver City, CA 90232

August 20, 2010  
Our File: 1096.001  
Invoice # 1318  
**Total Balance Due \$54613.04**

RE: Litigation

Statement of Account for the Period Ending July 31, 2010

Professional Services

<u>Date</u>	<u>Emp</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
07/01/10	BAA	Drafting of motion to reinstate stay of litigation	1.20	450.00
07/02/10	DLA	Review and comment on draft motion to reinstate stay	0.40	130.00
07/06/10	DLA	Attendance at and participate in hearing re Biba's ex parte application to continue trial date	3.10	1,007.50
07/07/10	DLA	Review news reports re Rock & Republic	0.10	32.50
	DLA	Review and respond to communications from bankruptcy counsel	1.50	487.50
	BAA	Analysis of motion to reinstate stay of litigation	1.20	450.00
07/08/10	BAA	Preparation for trial: preliminary review and analysis of Smith deposition	2.90	1,087.50
07/09/10	BAA	Drafting of motion to reinstate stay of litigation	1.60	600.00
07/12/10	DFC	Telecons/emails w/C. Moorman, D. Alexander and B. Armstrong re NPR case	0.60	225.00
	DLA	Conferences re outstanding discovery issues	0.70	227.50

<u>Date</u>	<u>Emp</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
07/13/10	DFC	Telecons w/C. Manderson and C. Moorman	0.50	187.50
	DFC	Review/analyze emails to/from bankruptcy counsel, conferences w/D. Alexander and B. Armstrong re case strategy, discovery, depositions	0.40	150.00
	BAA	Analysis of current position on discovery for purposes of discovery conference	2.10	787.50
07/14/10	DLA	Conference calls re objections and estimation hearing	1.40	455.00
	BAA	Preparation for discovery conference	2.60	975.00
	BAA	Conference with bankruptcy counsel and plaintiff's counsel re necessary discovery	1.20	450.00
07/15/10	DLA	Review file	1.60	520.00
07/19/10	DLA	Review documents produced by plaintiff	2.60	845.00
	DLA	Conferences w/B. Armstrong and D. Coleman re status, strategy and discovery issues	1.50	487.50
	DLA	Review plaintiff's discovery responses	3.60	1,170.00
07/20/10	BAA	Analysis of Bass deposition	3.20	1,200.00
	DFC	Review/analyze issues re reinstatement of stay, objection to proof of claim	0.80	300.00
	DLA	Conferences re discovery and trial scheduling	1.60	520.00
07/20/10	DLA	Review documents produced by plaintiff	5.80	1,885.00
	BAA	Analysis of position re further discovery and analysis of testimony necessary to prove defense	3.60	1,350.00
	BAA	Telecon w/opposing counsel re necessity for further discovery	0.90	337.50

<u>Date</u>	<u>Emp</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
07/21/10	DLA	Draft communications to opposing counsel re outstanding discovery disputes	0.30	97.50
	DLA	Conferences re pretrial scheduling	2.60	845.00
	DLA	Research re outstanding discovery issues	2.50	812.50
	BAA	Preparation for discovery conference w/all attorneys	1.30	487.50
	BAA	Drafting of proposed discovery scheduling order	1.70	637.50
	BAA	Conference w/all attorneys re scheduling order and remaining discovery	1.20	450.00
	BAA	Analysis of written discovery for issues that need to be resolved before trial	4.30	1,612.50
07/22/10	DLA	Conferences re discovery and trial scheduling	4.60	1,495.00
	DLA	Contact bankruptcy counsel re July 28 hearing and pro hac vice applications	0.10	32.50
	BAA	Drafting of correspondence re stipulation concerning motions to compel responses to written discovery	0.80	300.00
	BAA	Research and analysis re issue of appealability of ruling on motion for summary adjudication	3.10	1,162.50
07/23/10	DFC	Review/analyze issues re reinstatement of stay, objection to NPR and Biba claims	0.80	300.00
	BAA	Receipt, preliminary review and analysis of Biba response to motion to reinstate the stay	1.30	487.50
	BAA	Receipt, preliminary review and analysis of New Pacific response to motion to reinstate the stay	1.60	600.00
07/26/10	DFC	Review/analyze issues re litigation strategy, discovery	0.60	225.00

<u>Date</u>	<u>Emp</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	DLA	Review draft declaration of B. Armstrong	0.40	130.00
	DLA	Review attorney-client privilege issues	3.50	1,137.50
	BAA	Drafting of declaration in support of reply to opposition to motion to reinstate stay	1.80	675.00
	BAA	Drafting of revisions to declaration in support of reply to opposition to motion to reinstate stay	0.80	300.00
07/27/10	DFC	Review/analyze litigation strategy and confer w/G. Lurie	0.70	262.50
	DLA	Review attorney-client privilege issues	4.00	1,300.00
07/28/10	DLA	Conferences re status and strategy	0.40	130.00
	DLA	Review attorney-client and work product privilege issues	0.20	65.00
	DFC	Review/analyze notices of deposition	0.30	112.50
	DFC	Review/analyze issues re Biba/NPR settlement and ex parte application re same	0.80	300.00
	DFC	Conference w/B. Armstrong re Biba/NPR settlement	0.20	75.00
	BAA	Telephonic appearance and hearing re reinstating the stay in bankruptcy court	1.40	525.00
07/29/10	BAA	Preparation for hearing on New Pacific ex parte application	0.90	337.50
	BAA	Travel to/from and attendance at hearing on New Pacific ex parte application	2.60	975.00
07/30/10	DFC	Review/analyze issues re denial of motion to reinstate stay and conference w/B. Armstrong re same	0.70	262.50

August 20, 2010

Rock &amp; Republic Enterprises, Inc.

Litigation

Our File: 1096.001

Invoice # 1318

<u>Date</u>	<u>Emp</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	DFC	Review/analyze issues re list of witnesses from NPR and R&R witness list	0.80	300.00
	BAA	Receipt, preliminary review and analysis of plaintiff's list of percipient witnesses	1.10	412.50
	BAA	Drafting of defendants' list of percipient witnesses	2.10	787.50

## Summary of Services

BAA	Bruce A. Armstrong	46.50 hr @ 375.00	\$ 17437.50
DFC	Derrick F. Coleman	7.20 hr @ 375.00	\$ 2700.00
DLA	Daniel L. Alexander	42.50 hr @ 325.00	\$ 13812.50
Total Professional Services			96.20 \$ 33,950.00

## Costs and Disbursements

<u>Date</u>	<u>Description</u>	<u>Amount</u>
07/06/10	Parking	18.00
07/06/10	Mileage	13.20
07/12/10	Discovery Referee Fees	1,900.00
07/19/10	Overtime Meal	20.00
07/20/10	Overtime Meal	18.00
07/21/10	Overtime Meal	18.00
07/27/10	Overtime Meal	17.61
07/31/10	Westlaw Charges	14.73
Total Costs and Disbursements		\$ 2,019.54

TOTAL NEW CHARGES \$ 35,969.54

Previous Balance Due \$ 94,376.59

August 20, 2010

Rock &amp; Republic Enterprises, Inc.

Litigation

Our File: 1096.001

Invoice # 1318

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**PAYMENTS AND CREDITS**

07/09/10	Payment (80% of Fees of \$34,287.50; 100% of Costs of 785.92) - Thank You	28,215.92
08/13/10	Payment (80% of Fees of \$58,930.00; 100% of Costs of \$373.17) - Thank You	47,517.17
<b>Total Payments and Credits</b>		<b>\$ 75,733.09</b>

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<b>Unpaid Balance Forward</b>	<b>\$ 18,643.50</b>
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**SUMMARY OF ACCOUNT**

Balance Forward	\$ 94,376.59
Total New Charges	35,969.54
Payments and Credits	<u>75,733.09</u>

<b>TOTAL BALANCE DUE *** PLEASE PAY THIS AMOUNT **</b>	<b>\$ 54,613.04</b>
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COLEMAN FROST LLP  
429 Santa Monica Blvd., Suite 700  
Santa Monica, California 90401  
(310) 576-7312  
TIN # 20-0807972

Cheryl Moorman  
Rock & Republic Enterprises, Inc.  
3523 Eastham Dr.  
Culver City, CA 90232

August 20, 2010  
Our File: 1096.003  
Invoice # 1319  
**Total Balance Due \$84.50**

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RE: Fee/Employment Applications

Statement of Account for the Period Ending July 31, 2010

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TOTAL NEW CHARGES \$ 0.00

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Previous Balance Due \$ 422.50

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**PAYMENTS AND CREDITS**

08/13/10 Payment (80% of Fees of \$422.50) - Thank You \$ 338.00

Total Payments and Credits \$ 338.00

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Unpaid Balance Forward \$ 84.50

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**SUMMARY OF ACCOUNT**

Balance Forward	\$ 422.50
Total New Charges	0.00
Payments and Credits	<u>\$ 338.00</u>

**TOTAL BALANCE DUE \*\*\* PLEASE PAY THIS AMOUNT \*\* \$ 84.50**

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COLEMAN FROST LLP  
429 Santa Monica Blvd., Suite 700  
Santa Monica, California 90401  
(310) 576-7312  
TIN # 20-0807972

Cheryl Moorman  
Rock & Republic Enterprises, Inc.  
3523 Eastham Dr.  
Culver City, CA 90232

August 20, 2010  
Our File: 1096.004  
Invoice # 1320  
**Total Balance Due \$1342.50**

RE: Relief From Stay Proceedings

Statement of Account for the Period Ending July 31, 2010

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<b>TOTAL NEW CHARGES</b>	\$ 0.00
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<b>Previous Balance Due</b>	\$ 6,712.50
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**PAYMENTS AND CREDITS**

07/09/10	Payment (80% of Fees of \$6,070.00) - Thank You	4,856.00
08/13/10	Payment (80% of Fees of \$642.50) - Thank You	<u>514.00</u>
<b>Total Payments and Credits</b>		<b>\$ 5,370.00</b>

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<b>Unpaid Balance Forward</b>	<b>\$ 1,342.50</b>
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**SUMMARY OF ACCOUNT**

Balance Forward	\$ 6,712.50
Total New Charges	0.00
Payments and Credits	<u>5,370.00</u>

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<b>TOTAL BALANCE DUE *** PLEASE PAY THIS AMOUNT **</b>	<b>\$ 1,342.50</b>
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**EXHIBIT "C"**

**ROCK & REPUBLIC ENTERPRISES, INC.**

**SPECIAL LITIGATION SERVICES EXPENSES**

**FROM APRIL 1, 2010 THROUGH JULY 31, 2010**

**(see attached)**

## Costs and Disbursements

<u>Date</u>	<u>Description</u>	<u>Amount</u>
04/02/10	Mileage and Parking	30.56
04/07/10	Fax Filing Fee	6.00
04/07/10	Jury Fee Deposit	150.00
04/14/10	Business Records Production (Travers and Pleskow)	119.90
04/16/10	Document Production	121.67
04/28/10	Messenger Fees	116.71
04/29/10	Attorney Service (Depo Subpoenas)	210.00
04/30/10	Westlaw Charges	31.08
06/02/10	Overtime Meal	20.00
06/08/10	Mileage and Parking	30.80
06/18/10	Filing Fee (Ex Parte Application)	40.00
06/18/10	Mileage and Parking	30.80
06/18/10	Filing Fee	40.00
06/21/10	Fax Filing Fee	8.25
06/23/10	Mileage and Parking	30.80
06/23/10	Overtime Meal	20.00
06/24/10	Overtime Meal	20.00
06/30/10	Messenger Fees	76.14
06/30/10	Fedex	31.08
06/30/10	Westlaw Charges	25.30
07/06/10	Parking	18.00
07/06/10	Mileage	13.20
07/12/10	Discovery Referee Fees	1,900.00
07/19/10	Overtime Meal	20.00
07/20/10	Overtime Meal	18.00
07/21/10	Overtime Meal	18.00
07/27/10	Overtime Meal	17.61
07/31/10	Westlaw Charges	14.73
Total Costs and Disbursements		\$ 3,178.63

**EXHIBIT "D"**

COLEMAN FROST LLP  
Special Litigation Counsel for  
Rock & Republic Enterprises, Inc.  
Debtor and Debtor-in-Possession  
429 Santa Monica Blvd., Ste. 700  
Santa Monica, CA 90401  
(310) 576-7312  
Derrick F. Coleman, Esq.  
Bruce A. Armstrong, Esq.  
Daniel L. Alexander, Esq.

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT NEW YORK

-----X  
In re:

Chapter 11

ROCK & REPUBLIC ENTERPRISES, INC.,  
et al.,  
Debtors.

Case No. 10-11728 (AJG)  
(Jointly Administered)

**CERTIFICATION PURSUANT TO GUIDELINES FOR FEES AND DISBURSEMENTS  
FOR PROFESSIONALS IN SOUTHERN DISTRICT OF NEW YORK BANKRUPTCY  
CASES IN SUPPORT OF FIRST INTERIM FEE APPLICATION OF COLEMAN FROST  
LLP**

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DANIEL L. ALEXANDER, certifies as follows:

1. I am attorney at Coleman Frost LLP ("Applicant" or "Coleman Frost") and I am admitted to practice before, among others, the courts of the State of California. I have applied for admission *pro hac vice* to the bar of this Court for purposes of the above-entitled action.
2. I make this certification in support of the application (the "Application") of Coleman Frost for its First Interim Fee award of compensation for services rendered and reimbursement of expenses in connection with representing Rock & Republic Enterprises, Inc. pursuant to the Amended Guidelines for Fees and Disbursements for Professionals in

Southern District of New York Bankruptcy Cases (the “Amended Guidelines”) and the Guidelines For Reviewing Applications For Compensation and Reimbursements of Expenses Filed Under 11 U.S.C. § 330 promulgated by the Executive Office of the United States Trustee (the “UST Guidelines”). I am a professional designated by Coleman Frost with the responsibility for compliance with the Amended Guidelines and the UST Guidelines.

3. I have read the Application and to the best of my knowledge, information and belief, formed after reasonable inquiry, the Application complies with the requirements set forth in the Amended Guidelines and the UST Guidelines. To the best of my knowledge, information and belief formed after reasonable inquiry, the fees and disbursements sought fall within the Amended Guidelines and the UST Guidelines, as set forth in the Application and in the exhibits annexed thereto. The fees and disbursements sought by Applicant are billed at rates and in accordance with the practices customarily employed by Applicant and generally accepted by Applicant’s clients.

4. In making disbursements and incurring expenses on behalf of R&R, Applicant has sought only to obtain reimbursement and not to make a profit on such disbursements. To the best of my knowledge, in charging for a particular service, Coleman Frost does not include in the amount of reimbursement amortization of the cost of any investment, equipment or capital outlay. With respect to reimbursement for services which have been purchased or contracted from a third party, Coleman Frost requests only the amount billed to it by the third party vendor and paid by or incurred by Applicant to such vendor. A summary of Applicant’s disbursements and expenses incurred during the First Interim Period has been attached as **Exhibit “C”** to the

Application and the receipts and miscellaneous back-up documentation will be made available upon request.

5. The Debtors, the U.S. Trustee and Committee counsel have been provided with statements of fees and disbursements accrued during the First Interim Period.

Dated: Los Angeles, California

August 31, 2010

s/ Daniel L. Alexander

Daniel L. Alexander